



**AMERICAN
STOCK EXCHANGE**
Equities Options ETFs

*CertAmx**1-32916*

American Stock Exchange
88 Trinity Place
New York, NY 10006-1872

June 10, 2008

Ms. Cecile Peters
Chief, IT Services
Division of Corporate Finance
Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549

Dear Ms. Peters:

This is to certify that on June 6, 2008 the American Stock Exchange LLC (the "Exchange") received from ProShares Trust (the "Registrant") a copy of the Registrant's application on Form 8-A for the registration of the following securities:

Shares of beneficial interest, no par value, of the following investment portfolios:

Short Oil & Gas ProShares

Short Financials ProShares

We further certify that the above described securities have been approved by the Exchange for listing and registration. We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

Jamie Paturelli
Director
Listing Qualifications Department

PROCESSED
JUN 12 2008
THOMSON REUTERS

cc: Herbert Scholl



END